

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

PENTWATER EQUITY OPPORTUNITIES  
MASTER FUND LTD. *et al.*,

Plaintiffs,

v.

PERRIGO COMPANY PLC, *et al.*,

Defendants.

Civil Action No. 2:18-cv-01121-MCA-LDW

ECF Case

Document Electronically Filed

STIPULATION AND PROPOSED ORDER

Plaintiffs Pentwater Equity Opportunities Master Fund Ltd., Pentwater Event Driven Cayman Fund Ltd., Pentwater Merger Arbitrage Master Fund Ltd., PWCM Master Fund Ltd., Oceana Master Fund Ltd., LMA SPC for and on behalf of Map 98 Segregated Portfolio, and Amundi Absolute Return Pentwater Fund PLC (f/k/a AAI Pentwater Fund PLC – Pentwater Event Equity Reflection Fund) (“Plaintiffs”) and Defendants Perrigo Company plc (“Perrigo”), Joseph Papa, Judy Brown, Laurie Brlas, Gary M. Cohen, Marc Coucke, Jacquelyn A. Fouse, Ellen R. Hoffing, Michael R. Jandernoa, Gerald K. Kunkle, Jr., Herman Morris, Jr., and Donal O’Connor (collectively, “Defendants”), through their undersigned counsel, hereby agree and stipulate to the following matters:

WHEREAS, on January 26, 2018, Plaintiffs commenced the above-captioned individual action (the “Action”);

WHEREAS, the complaint in the Action involves claims, allegations, and parties that significantly overlap with the claims, allegations, and parties described in the June 21, 2017 Amended Complaint for Violation of the Federal Securities Laws (the “Amended Complaint”) in

*Roofers' Pension Fund, et al. v. Perrigo Company plc, et al.*, Civ. A. No. 2:16-cv-02805-MCA-LDW (the "Class Action");

WHEREAS, on August 21, 2017, defendant Perrigo and all of the individual defendants except Coucke moved to dismiss the Amended Complaint in the Class Action, and on August 25, 2017, individual defendant Coucke moved to dismiss the Amended Complaint in the Class Action (collectively, the "Motions to Dismiss");

WHEREAS, lead plaintiff in the Class Action filed its opposition to the Motions to Dismiss, all defendants have filed their replies in further support of the Motions to Dismiss, and briefing was completed in connection with the Motions to Dismiss on November 6, 2017;

WHEREAS, on November 1, 2017, Carmignac Gestion, S.A. commenced an action captioned *Carmignac Gestion, S.A. v. Perrigo Company PLC, et al.*, Civ. A. No. 2:17-cv-10467-MCA-LDW (the "Carmignac Action");

WHEREAS, in the Carmignac Action, the parties entered into a stipulation similar to the stipulation set forth below, which was "so ordered" by the Court on December 8, 2017;

WHEREAS, on January 16, 2018, plaintiffs Manning & Napier Advisors, LLC commenced an action captioned *Manning & Napier Advisors, LLC v. Perrigo Company PLC, et al.*, Civ. A. No. 2:18-cv-00674-MCA-LDW (the "Manning Action"); and

WHEREAS, in the Manning Action, the parties entered into a stipulation similar to the stipulation set forth below, which was submitted to the Court on January 30, 2018;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the parties hereto, through their undersigned counsel, as follows:

1. By entering into this stipulation, Defendants accept service of the summons and

complaint in the Action and expressly preserve all rights, claims and defenses, including, but not limited to, all defenses relating to jurisdiction, other than a defense as to the timeliness and sufficiency of service of the summons and complaint and the form of the summons.

2. With the Court's permission, motions to dismiss the Action are not to be filed until after the disposition of the Motions to Dismiss the Class Action. For the avoidance of doubt, the parties stipulate and agree that Defendants are under no current obligation to answer or otherwise respond to the complaint in the Action.

3. The parties stipulate and agree that no more than thirty (30) days after the Motions to Dismiss the Class Action are resolved, counsel for Plaintiffs and Defendants shall confer and submit a proposed schedule for the filing of answers or other responses to the complaint in the Action.

Dated: February 20, 2018

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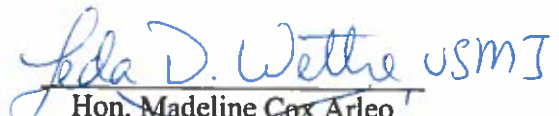
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SO ORDERED THIS 21<sup>st</sup> DAY OF February, 2018

  
Hon. Madeline Cox Arleo  
United States District Judge